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THE CORPORATION TRUST COMPANY AND AFFILIATED COMPANIES

policy of The Corporation Trust Company in all matters relating to the incorporation, qualification, statutory representation, and maintenance of corporations, is to deal exclusively with members of the bar.

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THE steadily increasing realization by farsighted lawyers of the usefulness of The Corporation Trust Company's assistance in corporation matters has necessitated the opening of another office—our seventeenth—for the greater convenience of our attorney-clients. This newest of our branches is for the use of the busy lawyers of Minnesota and the Northwest. It is located at Minneapolis, Security Building, Telephone Atlantic 4740, in charge of our Mr. Frederick E. Lang.



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DEPARTMENTS

Corporation Department—Assists attorneys in the incorporation of companies and in the licensing of foreign corporations to do business in every state and Canadian province, and subsequently furnishes annual statutory representation service, including office or agent required by statute.

Report and Tax Department—Notifies attorneys when to hold meetings, file corporation reports, and pay state taxes in every state and Canadian province.

Legislative Department—Reports on pending legislation; furnishes copies of bills and of new laws enacted by Congress.

Trust Department—Acts as trustee under deed of trust, custodian of securities, escrow despositary and depository for reorganization committees.

Transfer Department—Acts as registrar and transfer agent of stocks, bonds and notes.

Federal Department—Reports decisions of the United States Supreme Court and rulings of the various Government departments. Furnishes agent at Washington for common carriers to accept service of orders, process, etc., of Interstate Commerce Commission.

SERVICES

Federal Income Tax Service—Reports the Federal Income Tax Law and the official regulations, etc., bearing thereon.

Federal War Tax Service—Reports the Excess Profits Tax Law and practically all the other strictly Internal Revenue Tax Laws, except the Income Tax Law, due to the war, and the official regulations, etc., bearing thereon. (Does not touch on law provisions and regulations having to do with wine, spirits, soft drinks, tobacco, narcotics or child labor.)

New York Income Tax Service—Reports the New York Personal and Corporation Income Tax Laws and the official regulations, etc., bearing thereon.

Federal Reserve Act Service—Reports the Federal Reserve Act and the official regulations, etc., bearing thereon.

Federal Trade Commission Service—Reports the Federal Trade Commission Act and the Federal Anti-Trust Act (the Clayton Act) and the official orders, rulings, complaints, etc., bearing thereon.

Stock Transfer Guide and Service—Embodies extracts from the statutes and decisions of the various states and jurisdictions relating to transfers of a corporation's stock by executors, administrators, and guardians. Gives uniform requirements of the New York Stock Transfer Association, inheritance tax rates, and law provisions showing whether or not it is necessary to procure waivers or court orders. Reports new and amendatory legislation affecting stock transfers.

THE CORPORATION JOURNAL

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THE NEXT SESSION OF CONGRESS

There are several factors which make it hazardous to predict the course of legislation in the Sixty-eighth Congress, which convenes on December 3rd, next. A narrow majority exists in both houses. There is a variety of political opinion. Many members have been elected for the first time and they have promised to use their influence for radical changes in existing laws. Undoubtedly the trend of legislation will be influenced by the fact that next year a President is to be elected.

Administration leaders are engaged in framing the program which they will attempt to have followed during the regular session. Probably only a part of the program will be accomplished. Republican leaders are of the opinion that some of the important questions will best be left for disposal after election.

Overproduction and the consequent low price of wheat has brought distress to many farmers. Some attempt may be made to revive the Grain Corporation as a medium for marketing wheat abroad. Secretary of Agriculture Wallace has suggested that the Government enter the business of exporting surplus wheat at a fixed

price to the producer, making up losses by a per bushel tax against the next crop.

Taxes and tariff will again be popular subjects for debate. A definite plan for tax reduction is being prepared in the Treasury Department for submission by Secretary Mellon to the President.

Demand for relief from taxes has come to Washington from every section of the country and the administration is much impressed with the necessity of affording some reduction. It is understood that the Secretary has concluded that the proposal to lower surtaxes will have an opportunity of being adopted only if the same measure of relief is granted to persons of smaller income. Further effort in the direction of changing the United States Revised Statutes, Sec. 5219, relating to state taxation of national banks is expected. One of the prominent examples of present difficulties relating to such taxation is exemplified by the new Moneyed Capital Tax enacted in 1923 by the State of New York. The Tax Simplification Board created by the Revenue Act of 1921 has been functioning now for about two years. It will

cease to exist by the end of 1924 and it is hoped that it will soon have a number of concrete suggestions to make to the new congress.

Joined with the tax question is that of a soldiers' bonus. The granting of a bonus will mean higher taxes, instead of any relief. Of course, the present is an excellent time to affect politics by passing a bonus bill. If both houses pass such a measure by substantial majorities, the Executive may be reluctant to veto it. As for the tariff, no marked changes are expected, although an effort may be made to repeal the flexible provisions.

Bills will be introduced to amend and bills to repeal the Transportation Act, the Esch-Cummins Law. The subjects of par clearance of checks and amendments to make the System more attractive to the State banks, will come up with the consideration of the Federal Re-

serve Act. Ship Subsidy having been laid aside, there may be an effort to obtain preferential duties as an offset to legislative and economic handicaps affecting American vessels.

Taken as a whole, the new Congress holds possibilities for surprises in legislation proposed and passed. Interests of corporations and business men may be vitally affected thereby. The Congressional Service of The Corporation Trust Company keeps the subscriber advised of the trend of sentiment in Congress. Actual copies of the bills are placed before the subscriber in order that he may see for himself the exact wording of proposed legislation.

For the busy man desiring to keep advised of each day's progress, our Daily Letter furnishes a valuable medium.

Detailed information regarding this Service may be had from any of our offices.

Domestic Corporations

Alabama

The power to deprive stock of transferability does not exist unless conferred by statute. In the present case the charter forbade any one stockholder to own more than 25 shares. The complainant purchased from various owners 235 shares of the company's stock. He sued in equity to compel the company to issue him a certificate for 235 shares. Held, that the company must issue a certificate for 235 shares but that the complainant was entitled to vote only 25 shares. Thus the restriction on the transferability of shares was construed to be a limitation on voting power. *Howe v. Roberts*, 95 So. 344.

California

The President of a Corporation in making representations to a possible purchaser as to the value of the company's stock is entitled to rely on the report of a certified public accountant in that behalf. *Meeker v. Cross*, 211 Pac. 229.

Penalty for authorizing debts in excess of subscribed stock. Civ. Code sec. 309 makes directors personally liable if they are present at a meeting at which an indebtedness in excess of subscribed stock is authorized and do not object. But this statute is penal and must be strictly construed. Hence one who was present at the directors' meeting which authorized an indebtedness in excess of subscribed stock but who was not a director at that time, is not liable under the statute because he subsequently became a director. *Judson Mfg. Co. v. Wycoff*, 213 Pac. 269.

Georgia

No Implied Warranty that Stock Is Not Worthless. A purchaser of stock has no right of action for damages because the stock purchased was worthless by reason of the corporation's insolvency and was not a good investment. *Goodwyn v. Folds*, 117 S. E. 335.

Illinois

Proceedings for Dissolution. A court of equity has no jurisdiction to decree the dissolution of a corporation and the appointment of a receiver in a suit brought by a stockholder. Such relief can be granted only on a creditor's bill under Corp. Act, Ill. Sec. 25. In *re Clinton Co.*, 288 Fed. 829.

Kentucky

Authority of President. The president of a corporation is not inherently authorized to make a contract for the sale of its property. Unless the authority has been expressly given to him, or may be inferred from the company's custom of dealing, it is non-existent. *Cole v. Big Run Coal Co.*, 250 S. W. 490.

A Corporation May Not Become an Accomodation Indorser, unless the power is expressly conferred by its charter. An accomodation indorsement by an ordinary trading corporation authorized "to do any other thing which is usually done by persons engaged in the like business" is ultra vires and does not bind the corporation. *Farmers' & Traders' Bank v. Thixton, Millett & Co.*, 250 S. W. 504.

Authority of Corporate Agents. It is always incumbent upon one dealing with a corporation to look to the authority of the person with whom he is dealing if he seeks to bind the corporation. A mere clerical employee without general or special authority can not bind the corporation by his agreement. *Duncan v. Commonwealth*, 250 S. W. 101.

Montana

Personal Liability of Directors For Failure to File Annual Statement. The directors of a co-operative association are individually liable for its debts if they fail to file the annual statement just as in the case of corporate directors. *Anderson v. Equity Co-op. Assn. of Roy*, 215 Pac. 802.

New York

Use of Similar Name Enjoined. Plaintiffs for a period of about six years used the name "Peggy Paige" in connection with dresses they manufactured and sold, and built up an extensive business in this country and abroad. The words "Peggy Paige" were registered by plaintiffs in the U. S. Patent Office for their use as a trade mark. The defendants commenced business under the firm name of the "Peggy Dress Company" and took a place one block distant from the office of the plaintiffs. A motion for a temporary injunction restraining the use of the name "Peggy" by the defendant, was denied by the N. Y. Supreme Court. This was reversed on appeal by the Appellate Division which said, "No satisfactory reason thus appears for the use of this particular word among an almost unlimited choice. The selection of this word, coupled with the taking of headquarters in such close proximity to that of the plaintiffs, when both are engaged in the same class of business makes out a prima facie case requiring the granting of the motion." *Lipson v. Feigenbaum*, 200 N. Y. Supp. 183.

Corporate Meetings Outside State. Meetings of non-profit membership corporations may be held outside the state and any action taken thereat is binding on the members whether they were present or not. *In re George*, 199 N. Y. Supp. 557.

Who Entitled to Dividends on Sale of Stock. When a dividend has been declared out of the earnings of a corporation, such dividend becomes the property of the owners of the shares of stock no matter whether payable immediately or at a future time. When the dividend is declared it constitutes a property interest separate

from the stock and forms no part of it, and on a sale does not pass as an incident to it. Of course the seller may contract to sell this dividend with the stock or it may pass with the stock because of the general custom of the place where the sale was made if the sale was made under such circumstances as to charge the seller with knowledge of the custom or usage. *Ford v. Snook*, 199 N. Y. Supp. 630.

The Right to Vote belongs by statute to every stockholder of record unless otherwise provided in the certificate of incorporation and this right cannot be taken away by a by-law. *Matter of Timen*, 200 N. Y. Supp. 488; 120 N. Y. Misc. 815.

Election of Directors. A by-law providing that no member shall be eligible for the office of director unless nominated at least ten days before the annual meeting is a serious impairment of the stockholder's right of free voting, and is invalid. In the instant case such a by-law was held to be directory and not mandatory and hence the election of directors who had not been previously nominated in accordance with the by-laws was valid. *Matter of Farrel*, 205 App. Div. 443.

Informal Proxy Void. A proxy signed by a stockholder in the blank at the top of the proxy and not at the end is defectively executed and invalid. *Schilling v. Car Lighting & Power Co.*, 289 Fed. 489.

Right to Vote at Election of Directors. The by-laws of the company provided that every member should be entitled to one vote for every share of stock held by him "upon the transfer books of the company." Respondents in the instant case were subscribers to the original capital stock and not transferees, so, though their names appeared on the stock books of the corporation they were not entered on the transfer books. It was contended that because of the by-laws their votes at an election of directors were void. Held that since by General Corporation Law, Section 23, every stockholder of record is entitled to a vote unless otherwise provided in the certificate of incorporation and since the certificate here was silent on the subject the by-law was of no effect. *Matter of Timen*, 120 N. Y. Misc. 815, 200 N. Y. Supp. 488.

Sale of All of Corporation's Assets Void. The Ulster Brick Company was not prosperous and ceased to conduct its business so the directors sold all its assets including the brickyard. The sale was ratified by a majority of the stockholders against the protest of the petitioner who applied for an appraisal of his stock under Section 17 of the Stock Corporation Law. The application was denied on the ground that the sale not having been made in accordance with Sec. 16 of the Stock Corporation Law the sale was void and Section 17 was not applicable. "There is no authority in a board of directors of a public corporation to put it out of business by a sale of its entire assets, except as provided by Section 16 of the Stock Corporation Law." *Matter of MacDonald*, 205 N. Y. App. Div. 579.

Saving Income Organization

How to Make Use of This Company's Assistance

If you have all papers ready for the incorporation or qualification of a company, call a representative of The Corporation Trust Company from the nearest office. He will see that all necessary papers are filed and recorded at the proper times and places, all required notices published, the incorporators' meeting held, furnishing incorporators if desired, that the minute book is properly opened, and that a statutory office is established and maintained where required. If the incorporation is to be in Delaware you may, if you prefer, send the papers and instructions direct to our Wilmington office.

If, however, you desire precedents or further information about any point—for instance as to comparative costs of incorporation and maintenance in various available states; or as to comparative advantages in charter provisions; or as to the most unassailable phrasing of the Purpose Clause, or the Preferred Stock Clause, or for clauses defining or limiting directors' or stockholders' powers, or other special points; or if you wish to be more certain as to the most economical organization or reorganization plan in point of stamp and income taxes, or as to whether or not the nature of your client's business will require the company to be qualified as a foreign corporation in various states—then you have but to outline the nature of the problem to our representative. He will obtain from our files and bring to you complete, up-to-the-minute information on which to decide correctly every point.

If you are not certain as to the proposed corporate name being available in the state of incorporation and in all the states in which the new company will have to be qualified, our representative will submit the matter to our office in each of those states and bring you the information in a fraction of the time it would take if you tried to handle the matter by correspondence direct with the

The Revenue Act of 1921 provides a substantial degree of relief from come and stamp taxes in the reorganization or consolidation of business enterprises and in the exchange, under certain conditions, of property for stock upon original organization. It affords in many cases to savings of hundreds at times thousands, of dollars.

To earn these savings, however, counsel for the concerns and individuals involved must watch carefully to see that the steps taken shall conform to "reorganization" within the meaning of the Act, or, in exchange of property for stock, shall conform strictly to statutory provisions.

Nonobservance of all necessary formalities, or gaps inadvertently left between steps, or unfamiliarity with the latest rulings and regulations interpreting the Act, may cause the loss

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Stamp Taxes in Reorganization

taxpayer of all the advantages he was intended by the law to receive. Many such losses have occurred.

The Corporation Trust Company is of material assistance to counsel in securing for his clients the maximum savings intended by the law.

Through our publication of the Federal Income and War Tax Services this company is in constant and intimate touch with the operation of the law and with the latest rulings and regulations of the Revenue Department as to every step to be taken under it. This knowledge, coupled with our constant experience in working with leading attorneys on these and other corporate matters, places our organization in a specially favorable position to help counsel safeguard every point in organization or reorganization for his clients.

Lawyers' Preliminary Work Sheets Sent Free

In its work of assisting counsel in the incorporation, reorganization, qualification and representation of business corporations in every state, The Corporation Trust Company is in intimate contact with the methods used in planning and developing the best corporate structure for various kinds and conditions of business. It has accumulated a vast fund of precedents and information as to the many different points that require consideration by counsel before drafting the final papers for incorporation, reorganization or qualification.

The Lawyers' Preliminary Work Sheets are an outgrowth of this experience.

They serve not only as reminders, at conferences with clients, of important information to be obtained in order to settle correctly each point in the corporate plan, and of the logical order in which to develop such information, but they serve also as most convenient and useful mediums for jotting down, and preserving for permanent record, counsel's preliminary notes on which to base the preparation of all necessary papers.

A pad of these Preliminary Work Sheets will be sent gladly and without charge to any attorney so requesting. Simply sign and mail the coupon.

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Oklahoma

A Purchasing Corporation Is Not Liable For the Debts of the Selling Corporation unless it appear that there was an agreement to assume such debts, or the circumstances surrounding the transaction must warrant a finding that there was a consolidation of the two corporations; or that the purchasing corporation was a mere continuation of the selling corporation; or that the transaction was fraudulent in fact. *Spring Creek Oil Corporation v. Dillman*, 215 Pac. 1053.

Pennsylvania

An Agreement Made by Promotors is not binding on the corporation where after its organization the corporation expressly repudiated the agreement. *Bonner v. Traveler's Hotel Co.*, 120 Atl. 467.

Compulsory Restitution of Excessive Salaries. A minority stockholder may sue directors, to compel a restitution of salary increases, voted to themselves. That a minority stockholder allowed a director to vote his stock by proxy, in approval of his action with other directors in increasing their own salaries, does not estop him from suing to set aside such increase. *Lowman v. Harvey R. Pierce Co.*, 120 Atl. 404.

By-Law Notice to Persons Dealing with the Corporation. Where the by-laws of a corporation required a contract of employment to be in writing and signed by the officers; held, that there could be no recovery against the corporation on an alleged oral contract. *Millar v. Grieb & Thomas, Inc.*, 120 Atl. 390.

Fraudulent Issuance of Stock. A corporation may be liable to a bona fide holder of its stock under some circumstances although the same was fraudulently issued by its officers. So where the treasurer of a corporation, who customarily over a period of years issued stock and embezzled the proceeds, the corporation was liable to the holder of the certificate and could not set up as a defense the irregularity in its issuance. *Krall v. Lebanon Valley Savings & Loan Assn.*, 121 Atl. 405.

Vermont

Stock Subscriptions. A corporation bringing suit on a stock subscription need not first make a tender of the stock certificate to the subscriber because the effect of the ordinary subscription to stock is to constitute the subscriber a stockholder immediately, with the right to vote at meetings, and share in the dividends and subject to a corresponding liability to contribute to the amount of his subscription when called upon in a legal manner. It is the subscription that makes him a stockholder, and not the certificate of stock. *Eastern States Agricultural and Industrial Exposition v. Vail's Estate*, 121 Atl. 415.

Foreign Corporations

Alabama

A Foreign Corporation May Sue to recover, as consignor, from its consignee an Alabama Corporation without complying with the laws of Alabama relating to foreign corporations. *Bartling Tire Co. v. Coxe*, 288 Fed. 314.

Massachusetts

Maintaining An Office in the State for the Solicitation of Business Not Doing Business. The Alpha Portland Cement Co. is a New Jersey corporation engaged in the manufacture and sale of cement. Its principal office is at Easton, Pa. Its mills are located in several states outside of Massachusetts from which shipments are made to various parts of the United States and to foreign countries. It maintains an office in Boston in charge of a district sales manager, with a clerk, where its correspondence and other natural business activities in connection with the receipt of orders and shipment of goods for the New England States are conducted. The office is used as headquarters for traveling salesmen, who solicit orders in Massachusetts and other New England states. Orders so taken are transmitted at the Boston office by mail to Easton, Pa., where exclusively they are passed upon, and if approved, goods are shipped and invoices sent direct to the customer. Remittances are usually made to Easton, though in some instances prepayments or collections are made by the salesmen and immediately transmitted to Easton. No samples or other merchandise are kept in Massachusetts. The only property of the corporation in the state is office furniture, valued at \$573. It maintains no bank account in the state, its salaries and office rent are paid from the Easton office. Incidental expenses are paid from an account not exceeding \$1000 kept by the district sales manager in his own name. No corporate books, records or meetings are in Massachusetts. Held that this was not doing business. *Alpha Portland Cement Co. v. Commonwealth*, 139 N. E. 158.

New York

Signing Contract for Construction of Aqueduct Not Doing Business. The McNally Company, a foreign corporation, signed a contract for the construction of part of the Catskill Aqueduct. It never did business in New York before the signing of the contract; it had no bank account, and did not maintain any office in the state. Held that the corporation by merely signing the contract was not doing business and that after qualification it had the right to sue on the contract. *Odell v. City of New York*, 200 N. Y. Supp. 705.

North Carolina

Inspection of Books. Where a court has jurisdiction of the parties it can compel the discovery and inspection of books from a corporation even though the corporation is a foreign corporation not doing business in the state and its books are without the state. *Ross v. Robinson*, 118 S. E. 4.

Pennsylvania

Right of Foreign Corporations to Hold Land. Foreign corporations of certain classes are permitted by statute to hold real property in Pennsylvania but in none of the permitted classes is registration a condition precedent to the ownership of the real property. *Irwin Glass Co. v. Buchanan*, 289 Fed. 348.

Washington

Activities of Labor Union "Doing Business." In a recent case it became necessary to determine whether the International Typographical Union was doing business in the state of Washington. In passing on this question the Supreme Court of Washington said: "It can hardly be argued that it was not 'doing business' for among the important activities of an association such as this is the securing of what its members deem proper hours of labor for them in their trade, and the adoption of satisfactory working conditions and pay. These constitute the major purposes and the principal activities of such organizations. They are created primarily to attain these results, and the effort in any community to secure from their employers the adoption of any or all of these beneficial standards of employment is engaging in the very business for which they continue their existence. Therefore when the International Typographical Union authorized Howard to employ all lawful means to secure the adoption of the 44-hour week in the printing trade in Seattle, it authorized him to carry on the business of the association to that important extent." *Service on Howard*, an agent of the corporation in Washington, was sustained. *Pacific Typesetting Co. v. International Typographical Union*, 216 Pac. 358.

Wyoming

Purchase of wool through agents "doing business." *Silberman & Sons* a foreign corporation, purchased annually in the state of Wyoming about 5,000,000 pounds of wool. It was the custom of the company to send agents into the state at the beginning of the shearing season to purchase this wool. The authority of the agents generally was to negotiate the purchase of wool clips from growers and, if satisfactory terms were agreed upon, to enter into contracts in the name of the company with the growers, the contracts being executed upon the stock blanks in the name of the company by and through the agent. The agents, if advance payment was made, would make a draft upon the company at Chicago, and cause

the wool to be delivered at one of the shipping points in Wyoming, and then ship it to the Company in Chicago. The United States District Court for Wyoming holds that these agents were more than mere solicitors because in addition to soliciting orders they had the power and authority to enter into contracts for the purchase of wool giving in payment therefor, at the time drafts for the payment or partial payment of the purchase and to receive and ship the purchased product out of the state to the principal. Thus the contract was made and executed by the company in the state by one who had authority to bind it. This the Court says constitutes the doing business in Wyoming. Service on one of the agents who was also vice-president and a director was sustained. *M'Carthy Sheep Co. v. Silberman & Sons*, 290 Fed. 512.

Taxation

Massachusetts

Excise Tax on Net Income of Foreign Corporation Engaged Solely in Interstate Commerce Valid. An excise tax on the net income from the business of a foreign corporation allocated to Massachusetts is held to be valid by the Supreme Court of Massachusetts even though that business constitutes interstate commerce; provided that the tax is not levied directly on interstate commerce as such. *Alpha Portland Cement Co. v. Commonwealth*, 139 N. E. 158.

Wisconsin

Inheritance Tax on Shares of Foreign Corporations owned by Non-Residents. In the *Corporation Journal* for March, 1923, we referred to attack in the Federal courts upon the validity of Wisconsin inheritance legislation; and in our *Stock Transfer Guide & Service* on May 31, 1923 we reported that Judge Luse of the United States District Court had held that this law was unconstitutional as far as it applies to taxes on stock in foreign corporations owned by a non-resident. The title of this case is *Tyler v. Dane County*. We have just been advised that the same question is now before the Supreme Court of Wisconsin in the case of *Shepard v. Wisconsin*.

Some Important Matters for November and December

This calendar does not purport to cover general taxes or reports to other state officials, nor those we have been officially advised are not required to be filed. *The State Report and Tax Service* maintained by *The Corporation Trust Company System* sends timely notice to attorneys for subscribing corporations of report and tax matters requiring attention from time to time, furnishing information regarding forms, practices and rulings.

ALASKA—Annual Corporation Tax due on or before January 1. Domestic and Foreign Corporations.

ALABAMA—Annual Fee for Permit to do Business, due January 1. Foreign Corporations.

DELAWARE—Annual Report due on or before first Tuesday in January. Domestic Corporations.

GEORGIA—Annual Franchise Tax due on or before January 1. Domestic and Foreign Corporations.

NEW MEXICO—Annual Franchise Tax due on or before November 30. Domestic and Foreign Corporations.

NORTH CAROLINA—Annual Franchise Fee due on or before first day of December. Foreign Corporations.

UNITED STATES—Fourth Installment of Income Tax imposed for the calendar year 1922 due on or before December 15.

UTAH—Corporation License Tax due between November 15 and December 15. Domestic and Foreign Corporations.

Local Gossip About Stock Transfers And Ownership

A corporation located in an inland city recently appointed The Corporation Trust Company as its Transfer Agent because, when its transfers were handled at home, the news of transfers in the company's stock, and changes in holdings, seemed inevitably to become a matter of local gossip.

It became distasteful to investors and objectionable to the officers.

A strong, reliable Transfer Agent, detached from all but a professional interest in the welfare of the corporation as a whole, offers this advantage of strict privacy among its many other advantages.

Because its work of assisting attorneys in the organization and qualification of corporations requires efficient offices and representatives in every state and territory of the United States and every province of Canada, and the very latest information regarding laws, regulations and court decisions affecting corporations and their securities, The Corporation Trust Company is able to be particularly helpful as Transfer Agent or Registrar.

Though we serve many large companies whose securities are traded in on the exchanges, we also serve many smaller companies with relatively inactive stock, and give the same painstaking care to both.

Write us today about the advantages and cost of our serving your company.

The Proper Time to Give Attention to Your Income Tax

It isn't when you begin the preparation of your income tax return that you should give thought to the amount of your tax. The proper time, and the only **EFFECTIVE** time, is before you consummate the changes in your investments or in the status of your investments, or in your business affairs, that have in them the power to cause an **INCREASE** in your tax if not properly handled.

Every taxpayer is entitled to take advantage of every benefit which the Income Tax Law **INTENDS** him to receive. But to obtain the advantages intended by the law and the regulations he must follow the procedure laid down for him. As the United States Supreme Court has said, "Men must turn square corners when they deal with the Government."

To be within your rights you must be right.

The safe and sure way to know your rights and the way to obtain them is to have The Federal Income Tax Service at hand throughout the year.

No careful taxpayer, wishing to pay the exact share of income tax apportioned against him by the provisions of the law but not to pay **MORE** than the law intends, should embark on a change in his investments or business affairs without first consulting The Federal Income Tax Service to see what methods of effecting the change will subject him to the least tax.

To do otherwise is simply to risk subjecting yourself to **MORE** tax than the government intended. Write today for complete information regarding the Federal Income Tax Service and terms for 1924.

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